

Exhibit H-3

RE: TSA - Proposed Services

From: "Kline, Eric D." <ekline@morganlewis.com>
To: Keith Tagliaferri <ktagliaferri@tiversa.com>
Cc: Rick Wallace <rwallace@tiversa.com>; Robert Boback <rboback@tiversa.com>; "Shelkey, Doneld G." <dshelkey@morganlewis.com>
Date: Fri, 28 May 2010 06:56:58 -0400

Keith --

The TSA also wanted to see your standard Terms and Conditions. We've usually worked from other party's contracts (because they have required that). We don't have a standard form contract of which I'm aware (I searched our system yesterday). Do you guys know if you have something like that?

Eric

From: Keith Tagliaferri [ktagliaferri@tiversa.com]
Sent: Thursday, May 27, 2010 2:52 PM
To: Kline, Eric D.
Cc: Rick Wallace; Robert Boback
Subject: TSA - Proposed Services

Hi Eric – Please see attached. One document is rather detailed while the other is a concise version. If you need anything else or if this is off the mark please let me know.

Thanks,

Keith Tagliaferri

Tiversa, Inc.

The P2P Intelligence Experts

144 Emeryville Drive, Suite 300

Cranberry Township, Pennsylvania 16066

| 724-940-9030 x233 Office | 724-940-9033 Fax | www.tiversa.com |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

DISCLAIMER

This e-mail message is intended only for the personal use of the recipient(s) named above. This message may be an attorney-client communication and as such privileged and confidential. If you are not an intended recipient, you may not review, copy or distribute this message. If you have received this communication in error, please notify us immediately by e-mail and delete the original message.

Legal Review at TSA - Pentagon City

From: Rick Wallace <imceaex-
_o=tiversa_ou=first+20administrative+20group_cn=recipients_cn=rwallace@tiversa.com>
To: Robert Boback <rboback@tiversa.com>; Molly Trunzo <mtrunzo@tiversa.com>
Date: Thu, 20 May 2010 16:45:20 -0400

Wednesday, 26 May 2010 @ 1:00pm.

TSA HQ
701 South 12th Street
Arlington, VA 20598

Fwd: Update

From: Robert Boback <rboback@tiversa.com>
To: Joel Adams <jpa@acm.com>
Date: Thu, 24 Feb 2011 09:11:41 -0500

See TSA update from NavAir contact
:-)

Sent from my iPhone

Begin forwarded message:

From: "Dan Kopchak" <dkopchak@tiversa.com>
Date: February 24, 2011 7:26:34 AM EST
To: <rboback@tiversa.com>, <rwallace@tiversa.com>
Subject: Fw: Update

FYI.

Dan Kopchak
Tiversa, Inc.

-----Original message-----

From: "Metcalf, Steve CIV NAVAIR, 4.5.10" <steve.metcalf@navy.mil>
To: Dan Kopchak <dkopchak@tiversa.com>
Sent: Wed, Feb 23, 2011 21:32:14 GMT+00:00
Subject: Update

Dan,

Looking at a letter of consent from the contracting office right now approving the addition of Tiversa as a sub to SAIC.

I have an email in to Shannon to find out what needs to occur before we can start tasking you. Also have an email out to TSA to see if we can pick up where things left off... You mentioned that NCIS wanted to leverage this capability -- is that still the case?

v/r,
Steve

<smime.p7s>

FW: Update

From: Rick Wallace <rwallace@tiversa.com>
To: Robert Boback <rboback@tiversa.com>
Date: Wed, 13 Apr 2011 15:26:26 -0400

From: Maier, Greg [mailto:William.Maier@dhs.gov]
Sent: Wednesday, April 13, 2011 3:28 PM
To: Rick Wallace
Subject: RE: Update

Rick,

Yes, I have an update. Give me a call on 571 227 4056 when you get a chance.

Thanks

Greg Maier
Director (Acting)
Chief Information Security Officer (Acting)
Information Assurance and Cyber Security Division
Transportation Security Administration

O: 571 227 4056
C: 202 384 6866
william.maier@dhs.gov

From: Rick Wallace [mailto:rwallace@tiversa.com]
Sent: Wednesday, April 13, 2011 3:15 PM
To: Maier, Greg
Subject: Update

Greg,

I was wondering if you had an update on our services contract. We are seeing data being passed around that you would certainly have an interest in.

Hope to hear from you soon,

Rick

Rick Wallace
Director of Special Operations
Tiversa, Inc.
The P2P Intelligence Experts

144 Emeryville Drive, Suite 300

Cranberry Township, Pennsylvania 16066

| 724-940-9030 Office | 703-232-6415 Mobile |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

FW: Update

From: Rick Wallace <imceaex-_o=tiversa_ou=first+20administrative+20group_cn=recipients_cn=rwallace@tiversa.com>
To: Robert Boback <rboback@tiversa.com>; Dan Kopchak <dkopchak@tiversa.com>
Date: Fri, 15 Apr 2011 11:21:50 -0400

From: Maier, Greg [mailto:William.Maier@dhs.gov]
Sent: Wednesday, April 13, 2011 3:28 PM
To: Rick Wallace
Subject: RE: Update

Rick,

Yes, I have an update. Give me a call on 571 227 4056 when you get a chance.

Thanks

Greg Maier
Director (Acting)
Chief Information Security Officer (Acting)
Information Assurance and Cyber Security Division
Transportation Security Administration

O: 571 227 4056
C: 202 384 6866
william.maier@dhs.gov

From: Rick Wallace [mailto:rwallace@tiversa.com]
Sent: Wednesday, April 13, 2011 3:15 PM
To: Maier, Greg
Subject: Update

Greg,

I was wondering if you had an update on our services contract. We are seeing data being passed around that you would certainly have an interest in.

Hope to hear from you soon,

Rick

Rick Wallace
Director of Special Operations
Tiversa, Inc.

Re: Tiversa's TSA POC?

From: Dan Kopchak <dkopchak@tiversa.com>
To: michael.dallara@l-3com.com
Cc: "Bagnal, Joel @ LSG - STRATIS" <joel.bagnal@l-3com.com>; rboback@tiversa.com
Date: Mon, 18 Apr 2011 21:08:11 -0400

I will handle this with Rick Wallace - he's been the principal operations TSA contact to date. We met Dan C in Pittsburgh and look forward to working with him and Denise. Please direct correspondence to me.

Thanks.

Dan Kopchak
Tiversa, Inc.

-----Original message-----

From: michael.dallara@l-3com.com
To: bob boback <rboback@tiversa.com>
Cc: dan kopchak <dkopchak@tiversa.com>, joel bagnal <joel.bagnal@gmail.com>, "Cardelli, Daniel @ LSG - STRATIS" <daniel.cardelli@l-3com.com>, "Kort, Denise @ LSG - STRATIS" <denise.kort@l-3com.com>
Sent: Tue, Apr 19, 2011 00:56:18 GMT+00:00
Subject: Tiversa's TSA POC?

Bob- considering the cyber security aspects of this opportunity and Dan Cardelli's familiarity with Tiversa's people and technology, he will lead the initial customer thrust from our perspective out of Joel's department. Dan will work closely with our colleague, Denise Kort, who has cognizant responsibility for STRATIS' DHS account. Please advise their counterpart within Tiversa so they can collaborate and strategize the path forward. Thanks.

Mike Dallara
L-3 STRATIS | Powered by Excellence
703-282-1655 m
703-434-4612 o

Sent with Good (www.good.com)

TSA sole source notification

From: Dan Kopchak <dkopchak@tiversa.com>
To: Robert Boback <rboback@tiversa.com>
Cc: Keith Tagliaferri <ktagliaferri@tiversa.com>; Rick Wallace <rwallace@tiversa.com>; James Tormasi <jtormasi@tiversa.com>
Date: Mon, 06 Jun 2011 13:52:22 -0400

TSA sole source notification.

<https://www.fbo.gov/index?s=opportunity&mode=form&id=52f533f313da323d8aba528869759cd7&tab=core&tabmode=list&=>

Daniel J. Kopchak
Vice President - Finance

Tiversa, Inc.

The P2P Intelligence Experts

144 Emeryville Drive, Suite 300

Cranberry Township, Pennsylvania 16066

| 724-940-9030 x229 Office | 724-940-9033 Fax | www.tiversa.com |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

TSA Proposal

From : Dan Kopchak <dkopchak@tiversa.com>

To: Anju Chopra <achopra@tiversa.com>, Keith Tagliaferri <ktagliaferri@tiversa.com>, James Tormasi <jtormasi@tiversa.com>, Anju Chopra <achopra@tiversa.com>

Cc: Robert Boback <rboback@tiversa.com>, Rick Wallace <rwallace@tiversa.com>

Date: Mon, 18 Jul 2011 12:08:09 -0400

In responding to TSA RFQ:

- I will compile info from most recent TSA/NAVAIR proposal based on the specified requirements in the RFR
 - Keith will adapt the info into current proposal format
 - Andy will review FAR requirements, highlight any areas requiring attention and propose resolution
 - Anju/Jason will review info and security requirements, highlight any areas requiring attention, and attend to any matters prior to the commencement of the engagement.
-

Deadline for proposal submission is Thursday. Any matters requiring attention should be raised as soon as possible but no later than COB Tuesday; proposal will be ready for submission on Wednesday.

Thanks

Dan

Daniel J. Kopchak
Vice President - Finance

Tiversa, Inc.

The P2P Intelligence Experts
144 Emeryville Drive, Suite 300
Cranberry Township, Pennsylvania 16066
| 724-940-9030 x229 Office | 724-940-9033 Fax | www.tiversa.com |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

FW: Tiversa Sole Source

From: James Tormasi <jtormasi@tiversa.com>
To: Robert Boback <rboback@tiversa.com>, Keith Tagliaferri <ktagliaferri@tiversa.com>, Dan Kopchak <dkopchak@tiversa.com>, Molly Trunzo <mtrunzo@tiversa.com>, Rick Wallace <rwallace@tiversa.com>, Scott Harrer <sharrer@tiversa.com>
Date: Tue, 05 Jul 2011 16:03:35 -0400

From: Fuller, Kristin [mailto:Kristin.Fuller@dhs.gov]
Sent: Tue 7/5/2011 3:59 PM
To: James Tormasi
Cc: Ngom, Yague
Subject: RE: Tiversa Sole Source

James,

TSA still has plans to work on a sole source contract w/Tiversa. As of today we're still putting final touches on the SOW and as soon as those changes are made we will get you a request for proposal.

Thanks for checking in,

Kristin

Kristin S. Fuller
Contracting Officer
Transportation Security Administration
Office of Acquisition
Infrastructure Division
kristin.fuller@dhs.gov
571-227-2740

From: James Tormasi [mailto:jtormasi@tiversa.com]
Sent: Tuesday, July 05, 2011 9:31 AM
To: Fuller, Kristin
Subject: Tiversa Sole Source

Kristin,

I hope all is well. It has been a couple of months since you and I last spoke and I was hoping for an update or some information regarding the sole sourcing of Tiversa's technology within the DHS. Any information you have on this would be greatly appreciated. Please reply via email or call as I would very much like to chat with you about this.

Andy

J. Andrew Tormasi
Federal Project Manager

Tiversa, Inc.

The P2P Intelligence Experts

144 Emeryville Drive, Suite 300
Cranberry Township, Pennsylvania 16066
| 724-940-9030 Office | 330-962-8173 Cell
www.tiversa.com

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

FW: Request for Quote

From: Rick Wallace <imceaex-
_o=tiversa_ou=first+20administrative+20group_cn=recipients_cn=rwallace@tiversa.com
>
To: Robert Boback <rboback@tiversa.com>
Cc: Dan Kopchak <dkopchak@tiversa.com>
Date: Fri, 15 Jul 2011 17:08:21 -0400
Attachments CIO554 Q request.pdf (2.82 MB)
:

Rick Wallace

Tiversa, Inc.

The Leader in Information Containment Management

144 Emeryville Drive, Suite 300
Cranberry Township, Pennsylvania 16066
| 724-940-9030 x 234 Office | 724-940-9033 Fax

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

-----Original Message-----

From: Ngom, Yague [mailto:Yague.Ngom@dhs.gov]
Sent: Fri 7/15/2011 4:30 PM
To: James Tormasi
Subject: Request for Quote

Sir,

Please see attached and acknowledge receipt.

<<CIO554 Q request.pdf>>

Thank you

Yague Ngom
Contract Specialist
U.S. Department of Homeland Security
TSA-Office of Acquisition
Infrastructure Division-W10-111S
Yague.Ngom@tsa.dhs.gov
O-571.227.2252
F-571.227.2913

TSA Proposal

From : Dan Kopchak <dkopchak@tiversa.com>

To: Anju Chopra <achopra@tiversa.com>, Keith Tagliaferri <ktagliaferri@tiversa.com>, James Tormasi <jtormasi@tiversa.com>, Anju Chopra <achopra@tiversa.com>

Cc: Robert Boback <rboback@tiversa.com>, Rick Wallace <rwallace@tiversa.com>

Date: Mon, 18 Jul 2011 12:08:09 -0400

In responding to TSA RFQ:

- I will compile info from most recent TSA/NAVAIR proposal based on the specified requirements in the RFR
 - Keith will adapt the info into current proposal format
 - Andy will review FAR requirements, highlight any areas requiring attention and propose resolution
 - Anju/Jason will review info and security requirements, highlight any areas requiring attention, and attend to any matters prior to the commencement of the engagement.
-

Deadline for proposal submission is Thursday. Any matters requiring attention should be raised as soon as possible but no later than COB Tuesday; proposal will be ready for submission on Wednesday.

Thanks

Dan

Daniel J. Kopchak
Vice President - Finance

Tiversa, Inc.

The P2P Intelligence Experts
144 Emeryville Drive, Suite 300
Cranberry Township, Pennsylvania 16066
| 724-940-9030 x229 Office | 724-940-9033 Fax | www.tiversa.com |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.

Tiversa-TSA Proposal HSTS03-11-Q-CIO554 07.20.11

From: Dan Kopchak <dkopchak@tiversa.com>
To: James Tormasi <jtormasi@tiversa.com>, Keith Tagliaferri <ktagliaferri@tiversa.com>, Anju Chopra <achopra@tiversa.com>, Rick Wallace <rwallace@tiversa.com>
Cc: Robert Boback <rboback@tiversa.com>
Date: Tue, 19 Jul 2011 16:44:45 -0400
Attachments: Tiversa-TSA Proposal HSTS03-11-Q-CIO554 07.20.11.doc (245.76 kB)

Attached is current version of TSA Proposal.

Keith comments accepted; Anju comment incorporated. I plan to finalize in the morning – please forward any further comments to me at your earliest convenience.

Thanks to all for your assistance.

Dan

Daniel J. Kopchak
Vice President - Finance

Tiversa, Inc.
The P2P Intelligence Experts
144 Emeryville Drive, Suite 300
Cranberry Township, Pennsylvania 16066
| 724-940-9030 x229 Office | 724-940-9033 Fax | www.tiversa.com |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.



Proposal / Statement of Work

Tiversa Federal Breach Protection™

Federal Peer-to-Peer Security, Monitoring, Intelligence & Forensic Services

**Prepared for the Transportation Security Administration
In response to Solicitation # HSTS03-11-Q-CIO554 Request for Quotation**

July 2011

Tiversa / Customer Confidential

[APG]

TIVSDNY - 007624

OVERVIEW

Background - P2P Networks, Intelligence and Security

Worldwide peer-to-peer (WW P2P) file sharing networks are primarily used for sharing music, movies, and software. Unfortunately, they also commonly expose confidential and sensitive government, corporate and consumer documents. Employees, suppliers, contractors, agents, partners, and customers inadvertently disclose millions of confidential and sensitive documents on the WW P2P file sharing networks each year. Once disclosed, these documents are publicly available to any individual using one of the 2,600+ different WW P2P file sharing programs, all of which are free and readily available. Disclosed files are routinely accessed by identity thieves, cyber criminals, terrorists, competitors, the media, shareholders, and others.

It must be emphasized that WW P2P file sharing networks are not part of the World Wide Web. WW P2P file sharing networks are an entirely separate, internet-based network with unique searches, files, and users. The WW P2P is extremely large. In fact, more users search the WW P2P for information than the World Wide Web, with over 1.8 billion searches per day occurring on the P2P networks. It is also estimated that over 500 million users have file sharing applications, and internet service providers have stated that 70% of internet traffic is consumed solely by P2P networks.

In testimony before the House Committee on Oversight and Government Reform, Tiversa presented a sampling of files that are publicly available on the WW P2P. The disclosed files impact government, private enterprises and individual consumers and include:

- **Government**
 - **Classified documents**
 - **Documents relating to national security matters**
 - **Surveillance photos and witness lists from a high profile organized crime trial**
- **Business Enterprises**
 - **Corporate intellectual property, IT schematics and passwords**
 - **Strategic forward-looking merger and acquisition documents of a large publicly traded company**
 - **Breached personal information of employees, customers, and patients**
- **Individual consumers**
 - **Tax returns**
 - **Credit card information and banking passwords**
 - **Credit reports and other data that provide information to facilitate identity theft**

Moreover, Tiversa has recorded hundreds of thousands of users worldwide actively searching for such information.

The risk related WW P2P compromises will only escalate as P2P use continues to grow – driven by increased broadband access, the explosion of digital content, and increasing numbers of tech-savvy individuals entering the workforce. From a data and information security standpoint, WW P2P compromises are among the most damaging since users unknowingly share hundreds of documents, sometimes every file resident on their machine, including Word, Excel, PowerPoint, PDF, e-mails, databases, and PST files. Once these documents are shared or exposed to the millions of P2P users, they tend to “virally spread” across the networks as users continuously download these files from each other and thereafter proceed to re-share these files themselves.

Given the sensitive nature of information routinely managed by and the distribution of this information required to meet its objectives, P2P file sharing networks represent a security vulnerability that needs to be addressed.

Tiversa's unique value is in its privileged position to see and access the entire WW P2P in real-time. Similar to how Google has indexed the World Wide Web, Tiversa has "centralized" the notoriously "decentralized" WW P2P file sharing networks. As such, Tiversa has the ability to detect and record all user-issued P2P searches, access and download all files available on the WW P2P networks, determine the actual disclosure source of documents, track the spread of files across the entire WW P2P networks, and remediate any P2P file disclosure.

While an individual using a P2P application can typically connect to no more than 3,125 other users, Tiversa's patented systems can connect to *all* P2P users (typically up to 20 million users at any one time) in real-time, 24x7x365. Due diligence performed by various government agencies, law enforcement, strategic partners, current enterprise-level customers, industry leaders, and extensive patent searches in support of Tiversa's patents have all confirmed that Tiversa is the only firm to possess these capabilities.

Summary of Proposed Services

Tiversa will leverage its proprietary WW P2P technology and P2P investigative and forensic techniques to provide comprehensive WW P2P disclosure monitoring for the Transportation Security Administration ("TSA") to support its information security and assurance function as it relates to the WW P2P. This combination of technology and services will assist the TSA in achieving the following specific objectives:

- Avoid negative publicity and exposure through P2P file sharing networks
- Minimize the spread of files and data across the WW P2P networks by locating disclosures
- Reduce the introduction of new documents on the WW P2P by locating disclosure source points as they occur and before malicious individuals can acquire the breached information
- Allow the TSA to identify and close gaps in currently implemented security programs by detecting files which have been exposed despite the use of security measures including data loss protection, intrusion detection services, intrusion prevention services, network monitoring tools, firewalls, and anti-virus programs

PROPOSED SERVICES

Comprehensive Monitoring Services

Tiversa's Tiversa Federal Breach Protection™ services are delivered as a combination of Tiversa's patented technologies and expert services. For the stated Period of Performance and Services Prices, Tiversa will:

1. Assist the TSA with the development of the TSA Profile

- Collect detailed information based on a Profile Form to construct specified P2P Monitoring Dynamic Signature Profile™ (DSP) which may include the terms "TSA" or "SSI" or project and document names, information of key officials, and other terms that relate to sensitive data. Allow TSA to identify between 100 to 250 terms designed to detect sensitive data to comprise the DSP.
- Make TSA-directed adjustments to the DSP once per month on a routine basis and support emergency DSP changes as needed on a non-routine basis

2. Configure, continuously update, and adjust the TSA DSP by P2P Monitoring Engineers

- Configure Eagle Vision Systems™ with new Monitoring DSP terms
- Update and adjust search match processes
- Update and adjust analysis processes
- Routine updates will be performed once per month as needed and on an emergency basis as necessary

3. Run Tiversa Eagle Vision™ Systems 24 hours a day / 7 days a week *

- Continuously remap the WW P2P network topography to provide global visibility and access
- Capture disclosure information matching the TSA DSP
- Capture search strings matching the TSA DSP

4. Conduct WW P2P Disclosure Sweep every 24 hours, 5 days a week, by P2P Monitoring Engineers

- Run Tiversa P2P disclosure and analysis algorithms based on the TSA DSP
- Capture and isolate sensitive TSA-related data disclosures in a unique information disclosure repository.

5. Create and securely distribute daily *Disclosure Incident Tickets*

- For each disclosure source discovered during daily WW P2P Disclosure Sweeps, create an individually numbered *Disclosure Incident Ticket* illustrating / incorporating:
 - Date of detection
 - List of file title(s) and copies of recovered file(s)
- Place ticket and files onto secure electronically distributable format and distribute to TSA point(s) of contact. All files shall be password protected IAW TSA MD 1400.3 Information Technology Security Policy, TSA IT Security Policy Handbook, and Technical Standards. Tickets will be delivered in person or via e-mail.

6. Conduct Tiversa P2P Network Search Stream Sweep every 24 hours, 7 days a week *

- Run Tiversa P2P search and analysis algorithm based on the TSA DSP
- Capture and isolate WW P2P searches that match the TSA DSP to create TSA unique search stream record
- Determine TSA's network search risk based on Tiversa's standard risk assignment and escalation process
- Provide analysis of search stream sweep results to:
 - Characterize search frequency and themes
 - Classify & quantify search risk level
 - Prepare monthly Tiversa P2P Network Search information as part of *Comprehensive Monitoring Monthly Report*

* - allowing for possible downtime for scheduled system maintenance

7. Provide *Monthly Comprehensive Monitoring Report* and *Monthly Briefing*

- Create and distribute *Monthly Comprehensive Monitoring Report* summarizing previous month's file disclosures, tickets, and network search results, as well as general updates regarding P2P legislation, regulations, and current events.
- Conduct *Monthly Briefing* via conference call to review results with TSA

TIVERSA DELIVERABLE DESCRIPTION & SCHEDULE

DELIVERABLE	DUE DATE	FORMAT	RECIPIENT
1. Disclosure Incident Ticket Provides TSA with background and details on each TSA disclosure including: <ul style="list-style-type: none"> ▪ Unique and sequential ticket tracking number ▪ Date of detection ▪ File title(s) and copies of file(s) recovered ▪ Severity rating based on agreed-upon risk assignment method 	Within three (3) business days of disclosure detection	Secure e-mail or other agreed-upon secure method	CISO, DCISO, Assistant Directors and COTR
2. Comprehensive Monitoring Monthly Report Summarizes findings from previous month's Comprehensive Monitoring and Network Search information including: <ul style="list-style-type: none"> ▪ Disclosure Incident Ticket summary for month ▪ Network search results for the month ▪ List of directed search strings, frequency of occurrence, and severity ▪ Non-directed search frequency by category and examples ▪ General updates regarding P2P legislation, regulations, and current events 	Monthly within fifteen (15) business days of the last day of each month	Secure e-mail or other agreed-upon secure method	CISO, DCISO, Assistant Directors and COTR
3. Monthly Comprehensive Monitoring Conference Call Conference call estimated to last up to one (1) hour to: <ul style="list-style-type: none"> ▪ Review previous month's Comprehensive Monitoring Monthly Report ▪ Discuss any open or emerging issues associated with 	Within twenty (20) business days of the last day of each month.	Conference call	Participants from TSA CISO, DCISO, Assistant Directors and COTR and Focused Operation Chief

DELIVERABLE	DUE DATE	FORMAT	RECIPIENT
Comprehensive Monitoring Services <ul style="list-style-type: none">▪ Answer TSA-related questions			

TIVERSA DELIVERY TEAM & STRUCTURE

Tiversa's technology is augmented by its world-class staff. Tiversa will deliver its services through three service roles:

Tiversa Federal Account Manager and Tiversa Director of Operations - Provide TSA with points of contact for all deliverables, projects, and commercial discussions

- Provide points of contact for service and administrative matters
 - Key deliverables, dates, service levels, meetings
 - Contract matters, billing, and accounting
- Ensure that Tiversa meets its deliverable and quality metrics
- Manage overall program (Monitoring / Investigations) including setting key deliverables, dates, service levels, arranging and leading key meetings and discussions
- Prepare monthly monitoring reports and leads monthly briefings
- Answer additional questions and participates in TSA executive and leadership discussions and meetings as required
- Lead discussions with TSA personnel on findings from *Forensic Investigation Case*

Tiversa P2P Monitoring Engineer - Runs Tiversa's WW P2P Monitoring operations and analysis activities for the TSA

- Ensures proper set-up of TSA information on Tiversa systems and proper implementation of subsequent adjustments
- Ensures proper operations of Tiversa's technologies

Tiversa P2P Cyber Forensic Analyst ("CFA") - Runs Tiversa's WW P2P forensic investigation operations and analysis activities for TSA

- Analyzes all monitoring findings
- Identifies and researches trends and patterns
- Creates and distributes *Disclosure Incident Tickets*
- Performs in-depth forensic investigations of TSA disclosures
- Creates and distributes *Forensic Investigation Case Reports*

TSA RESPONSIBILITIES

- TSA will provide an appropriate-level sponsor (“Project Sponsor”) who will be Tiversa’s sole point of contact for all TSA personnel and coordinate training sessions, support questions, and other interaction with Tiversa regarding TSA-related matters.
- Project Sponsor will provide Tiversa with reasonable access to business and technical contacts, background information, and data sources.
- TSA will designate an “Executive Sponsor”.
- TSA will complete and return Tiversa’s DSP Form for TSA no later than (7) calendar days after Comprehensive Monitoring effective date and will take commercially reasonable efforts to update information requested in TSA DSP Form as TSA requirements change over time.
- TSA will submit routine changes to the TSA Dynamic Signature Profile™ through Project Sponsor in writing no more frequently than once per month and the total number of TSA Dynamic Signature Profile™ shall be between 100 and 250 terms at any point in time.
- TSA will conduct monthly conference calls expected to be no longer than one (1) hour with Tiversa beginning the month after P2P Monitoring effective date.
- TSA will reimburse Tiversa for reasonable travel, copying, postage, and teleconference expenses approved by TSA in advance and incurred in the delivery of Comprehensive Monitoring Services.
- TSA will acknowledge receipt of each deliverable with receipt acknowledgement to indicate acceptance if TSA intends to accept deliverable.
- This Proposal is designed to enable TSA to assess risk and vulnerability of TSA to disclosure of its information, and to monitor the WW P2P solely for purposes of enhancing its security and information assurance functions. This Agreement does not provide for the use of the Tiversa technology for purposes of investigative, law enforcement, third-party intelligence gathering, or other activities beyond such monitoring for security and information assurance solely for the TSA.

PERIOD OF PERFORMANCE

Term. Tiversa will provide Tiversa Federal Breach Protection™ services for the period from August 1, 2011 through July 31, 2016. The Period of Performance will include one base year and four one-year option periods.

SERVICES PRICES

ITEM #	ITEM DESCRIPTION	QTY	UNIT PRICE (per month)	EXTENDED PRICE (per year)
00001	Tiversa Federal Breach Protection™ Services (Base Year)	1	\$27,000.00 / mo.	\$324,000.00 / yr.
00002	Tiversa Federal Breach Protection™ Services (Option Year 1)	1	\$27,000.00 / mo.	\$324,000.00 / yr.
00003	Tiversa Federal Breach Protection™ Services (Option Year 2)	1	\$25,000.00 / mo.	\$300,000.00 / yr.
00004	Tiversa Federal Breach Protection™ Services (Option Year 3)	1	\$25,000.00 / mo.	\$300,000.00 / yr.
00005	Tiversa Federal Breach Protection™ Services (Option Year 4)	1	\$25,000.00 / mo.	\$300,000.00 / yr.

INVOICES AND PAYMENT TERMS

Tiversa will issue an invoice for the initial monthly fee upon acceptance of this Proposal; thereafter, an invoice will be issued monthly on the 1st day each service month.

Invoices are due within 30 days (NET30) of the invoice date.

ADDITIONAL SERVICES AND FEES

Requests from the TSA for additional services (beyond the scope of this proposal) will be subject to separate written amendment or agreement and fees mutually acceptable to Tiversa and the TSA.

Tiversa, Inc.

Transportation Security Administration

By: _____

By: _____

Name and Title

(Print Name & Title)
Authorized Signer

Appendix to Proposal:

Appendix I – General Terms

Appendix I - General Terms

TSA shall (a) provide access to appropriate TSA information and resources as reasonably required to permit Tiversa to perform the Services, and (b) ensure all appropriate personnel and any required third party personnel under TSA's control or direction will be available as reasonably required to permit Tiversa to perform the Services. TSA hereby authorizes Tiversa to perform the Services and acknowledges that access to information related to TSA's networks, computer systems, and business activities provided by the TSA to Tiversa is authorized access.

Information provided by TSA to Tiversa will be used only for the purpose of carrying out the requirements of this contract and will not be divulged or made known in any manner to any person except as may be necessary in the performance of the contract or as required by law. Any items provided by Tiversa to TSA that are confidential to business, or contain trade secrets, proprietary, or personally-identifiable information will be clearly marked as such.

Tiversa will perform the Services using skilled personnel and in a professional manner in accordance with the applicable law. In performing the Services, Tiversa will only access publicly available information from WW P2P file sharing networks.

TSA agrees to indemnify, defend and hold Tiversa harmless from and against any and all claims, actions, demands, losses, liabilities and damages, including reasonable attorney's fees, that arise out of or relate to (a) any result obtained by the performance of the Services (including, without limitation, any act or omission that TSA may make based on its evaluation of such results), or (b) any claim that TSA information infringes any copyright, trade secret or other intellectual property right or privacy or property right of any third party or violates applicable law.

In no event shall either party be liable to the other for loss of profits or for incidental, indirect, special, or consequential damages arising out of any breach of this Agreement, regardless of whether the possibility of such damages has been communicated to such party and regardless of whether such party has or gains knowledge of the existence of such damages.

THE SERVICES ARE PROVIDED "AS IS" AND, EXCEPT FOR THE WARRANTIES EXPLICITLY SET FORTH HEREIN, WITHOUT ANY WARRANTIES WHATSOEVER, INCLUDING BUT NOT LIMITED TO, THE IMPLIED WARRANTIES OF MERCHANTABILITY, NON-INFRINGEMENT, AND FITNESS FOR A PARTICULAR PURPOSE (ALL OF WHICH ARE HEREBY DISCLAIMED).

TSA is solely responsible for maintaining the security of TSA's network and computer systems. Tiversa makes no warranty that the Services will be uninterrupted or that any reports or results hereunder will be error-free. The level of service provided by Tiversa at the outset of the Period of Performance (in terms of the technology and resources to monitor the WW P2P and report results to TSA) will be maintained throughout the entire Period of Performance. TSA acknowledges that the Services are not a guarantee against determined TSA personnel's access to the WW P2P network or against any malicious code, routines, and other techniques and tools employed by computer "hackers" and other third parties to create security exposures.

TIVERSA MAKES NO WARRANTY, EXPRESS OR IMPLIED, THAT ALL SECURITY THREATS AND VULNERABILITIES WILL BE DETECTED OR THAT THE SERVICES WILL IDENTIFY ALL TSA SENSITIVE INFORMATION ON THE WW P2P NETWORK OR OTHERWISE RENDER TSA'S NETWORK AND COMPUTER SYSTEMS SAFE FROM INTRUSIONS AND OTHER SECURITY BREACHES.

Tiversa is the global leader in P2P Intelligence and Security serving corporations, global law enforcement, government agencies and individuals based on patented technologies that can monitor over 500 million users issuing 1.8 billion searches a day. Requiring no client-side software or hardware, Tiversa can locate exposed files globally, in real-time, provide copies, and geo-locate file sources, and assist in risk mitigation.



144 Emeryville Drive, Suite 300
Cranberry Township,
Pennsylvania 16066

(724) 940-9030 *office*
(724) 940-9033 *fax*
www.tiversa.com

Tiversa-TSA Proposal HSTS03-11-Q-CIO554 07.20.11

From: Dan Kopchak <dkopchak@tiversa.com>
To: James Tormasi <jtormasi@tiversa.com>, Keith Tagliaferri <ktagliaferri@tiversa.com>, Anju Chopra <achopra@tiversa.com>, Rick Wallace <rwallace@tiversa.com>
Cc: Robert Boback <rboback@tiversa.com>
Date: Tue, 19 Jul 2011 16:44:45 -0400
Attachments: Tiversa-TSA Proposal HSTS03-11-Q-CIO554 07.20.11.doc (245.76 kB)

Attached is current version of TSA Proposal.

Keith comments accepted; Anju comment incorporated. I plan to finalize in the morning – please forward any further comments to me at your earliest convenience.

Thanks to all for your assistance.

Dan

Daniel J. Kopchak
Vice President - Finance

Tiversa, Inc.
The P2P Intelligence Experts
144 Emeryville Drive, Suite 300
Cranberry Township, Pennsylvania 16066
| 724-940-9030 x229 Office | 724-940-9033 Fax | www.tiversa.com |

This e-mail message and any attachments contain confidential information from Tiversa, Inc. If you are not the intended recipient, you are hereby notified that disclosure, printing, copying, distribution, or the taking of any action in reliance on the contents of this electronic information is strictly prohibited. If you have received this e-mail message in error, please immediately notify the sender by reply message and then delete the electronic message and any attachments.



Proposal / Statement of Work

Tiversa Federal Breach Protection™

Federal Peer-to-Peer Security, Monitoring, Intelligence & Forensic Services

**Prepared for the Transportation Security Administration
In response to Solicitation # HSTS03-11-Q-CIO554 Request for Quotation**

July 2011

OVERVIEW

Background - P2P Networks, Intelligence and Security

Worldwide peer-to-peer (WW P2P) file sharing networks are primarily used for sharing music, movies, and software. Unfortunately, they also commonly expose confidential and sensitive government, corporate and consumer documents. Employees, suppliers, contractors, agents, partners, and customers inadvertently disclose millions of confidential and sensitive documents on the WW P2P file sharing networks each year. Once disclosed, these documents are publicly available to any individual using one of the 2,600+ different WW P2P file sharing programs, all of which are free and readily available. Disclosed files are routinely accessed by identity thieves, cyber criminals, terrorists, competitors, the media, shareholders, and others.

It must be emphasized that WW P2P file sharing networks are not part of the World Wide Web. WW P2P file sharing networks are an entirely separate, internet-based network with unique searches, files, and users. The WW P2P is extremely large. In fact, more users search the WW P2P for information than the World Wide Web, with over 1.8 billion searches per day occurring on the P2P networks. It is also estimated that over 500 million users have file sharing applications, and internet service providers have stated that 70% of internet traffic is consumed solely by P2P networks.

In testimony before the House Committee on Oversight and Government Reform, Tiversa presented a sampling of files that are publicly available on the WW P2P. The disclosed files impact government, private enterprises and individual consumers and include:

- **Government**
 - **Classified documents**
 - **Documents relating to national security matters**
 - **Surveillance photos and witness lists from a high profile organized crime trial**
- **Business Enterprises**
 - **Corporate intellectual property, IT schematics and passwords**
 - **Strategic forward-looking merger and acquisition documents of a large publicly traded company**
 - **Breached personal information of employees, customers, and patients**
- **Individual consumers**
 - **Tax returns**
 - **Credit card information and banking passwords**
 - **Credit reports and other data that provide information to facilitate identity theft**

Moreover, Tiversa has recorded hundreds of thousands of users worldwide actively searching for such information.

The risk related WW P2P compromises will only escalate as P2P use continues to grow – driven by increased broadband access, the explosion of digital content, and increasing numbers of tech-savvy individuals entering the workforce. From a data and information security standpoint, WW P2P compromises are among the most damaging since users unknowingly share hundreds of documents, sometimes every file resident on their machine, including Word, Excel, PowerPoint, PDF, e-mails, databases, and PST files. Once these documents are shared or exposed to the millions of P2P users, they tend to “virally spread” across the networks as users continuously download these files from each other and thereafter proceed to re-share these files themselves.

Given the sensitive nature of information routinely managed by and the distribution of this information required to meet its objectives, P2P file sharing networks represent a security vulnerability that needs to be addressed.

Tiversa's unique value is in its privileged position to see and access the entire WW P2P in real-time. Similar to how Google has indexed the World Wide Web, Tiversa has "centralized" the notoriously "decentralized" WW P2P file sharing networks. As such, Tiversa has the ability to detect and record all user-issued P2P searches, access and download all files available on the WW P2P networks, determine the actual disclosure source of documents, track the spread of files across the entire WW P2P networks, and remediate any P2P file disclosure.

While an individual using a P2P application can typically connect to no more than 3,125 other users, Tiversa's patented systems can connect to *all* P2P users (typically up to 20 million users at any one time) in real-time, 24x7x365. Due diligence performed by various government agencies, law enforcement, strategic partners, current enterprise-level customers, industry leaders, and extensive patent searches in support of Tiversa's patents have all confirmed that Tiversa is the only firm to possess these capabilities.

Summary of Proposed Services

Tiversa will leverage its proprietary WW P2P technology and P2P investigative and forensic techniques to provide comprehensive WW P2P disclosure monitoring for the Transportation Security Administration ("TSA") to support its information security and assurance function as it relates to the WW P2P. This combination of technology and services will assist the TSA in achieving the following specific objectives:

- Avoid negative publicity and exposure through P2P file sharing networks
- Minimize the spread of files and data across the WW P2P networks by locating disclosures
- Reduce the introduction of new documents on the WW P2P by locating disclosure source points as they occur and before malicious individuals can acquire the breached information
- Allow the TSA to identify and close gaps in currently implemented security programs by detecting files which have been exposed despite the use of security measures including data loss protection, intrusion detection services, intrusion prevention services, network monitoring tools, firewalls, and anti-virus programs

PROPOSED SERVICES

Comprehensive Monitoring Services

Tiversa's Tiversa Federal Breach Protection™ services are delivered as a combination of Tiversa's patented technologies and expert services. For the stated Period of Performance and Services Prices, Tiversa will:

1. Assist the TSA with the development of the TSA Profile

- Collect detailed information based on a Profile Form to construct specified P2P Monitoring Dynamic Signature Profile™ (DSP) which may include the terms "TSA" or "SSI" or project and document names, information of key officials, and other terms that relate to sensitive data. Allow TSA to identify between 100 to 250 terms designed to detect sensitive data to comprise the DSP.
- Make TSA-directed adjustments to the DSP once per month on a routine basis and support emergency DSP changes as needed on a non-routine basis

2. Configure, continuously update, and adjust the TSA DSP by P2P Monitoring Engineers

- Configure Eagle Vision Systems™ with new Monitoring DSP terms
- Update and adjust search match processes
- Update and adjust analysis processes
- Routine updates will be performed once per month as needed and on an emergency basis as necessary

3. Run Tiversa Eagle Vision™ Systems 24 hours a day / 7 days a week *

- Continuously remap the WW P2P network topography to provide global visibility and access
- Capture disclosure information matching the TSA DSP
- Capture search strings matching the TSA DSP

4. Conduct WW P2P Disclosure Sweep every 24 hours, 5 days a week, by P2P Monitoring Engineers

- Run Tiversa P2P disclosure and analysis algorithms based on the TSA DSP
- Capture and isolate sensitive TSA-related data disclosures in a unique information disclosure repository.

5. Create and securely distribute daily *Disclosure Incident Tickets*

- For each disclosure source discovered during daily WW P2P Disclosure Sweeps, create an individually numbered *Disclosure Incident Ticket* illustrating / incorporating:
 - Date of detection
 - List of file title(s) and copies of recovered file(s)
- Place ticket and files onto secure electronically distributable format and distribute to TSA point(s) of contact. All files shall be password protected IAW TSA MD 1400.3 Information Technology Security Policy, TSA IT Security Policy Handbook, and Technical Standards. Tickets will be delivered in person or via e-mail.

6. Conduct Tiversa P2P Network Search Stream Sweep every 24 hours, 7 days a week *

- Run Tiversa P2P search and analysis algorithm based on the TSA DSP
- Capture and isolate WW P2P searches that match the TSA DSP to create TSA unique search stream record
- Determine TSA's network search risk based on Tiversa's standard risk assignment and escalation process
- Provide analysis of search stream sweep results to:
 - Characterize search frequency and themes
 - Classify & quantify search risk level
 - Prepare monthly Tiversa P2P Network Search information as part of *Comprehensive Monitoring Monthly Report*

* - allowing for possible downtime for scheduled system maintenance

7. Provide *Monthly Comprehensive Monitoring Report* and *Monthly Briefing*

- Create and distribute *Monthly Comprehensive Monitoring Report* summarizing previous month's file disclosures, tickets, and network search results, as well as general updates regarding P2P legislation, regulations, and current events.
- Conduct *Monthly Briefing* via conference call to review results with TSA

TIVERSA DELIVERABLE DESCRIPTION & SCHEDULE

DELIVERABLE	DUE DATE	FORMAT	RECIPIENT
1. Disclosure Incident Ticket Provides TSA with background and details on each TSA disclosure including: <ul style="list-style-type: none"> ▪ Unique and sequential ticket tracking number ▪ Date of detection ▪ File title(s) and copies of file(s) recovered ▪ Severity rating based on agreed-upon risk assignment method 	Within three (3) business days of disclosure detection	Secure e-mail or other agreed-upon secure method	CISO, DCISO, Assistant Directors and COTR
2. Comprehensive Monitoring Monthly Report Summarizes findings from previous month's Comprehensive Monitoring and Network Search information including: <ul style="list-style-type: none"> ▪ Disclosure Incident Ticket summary for month ▪ Network search results for the month ▪ List of directed search strings, frequency of occurrence, and severity ▪ Non-directed search frequency by category and examples ▪ General updates regarding P2P legislation, regulations, and current events 	Monthly within fifteen (15) business days of the last day of each month	Secure e-mail or other agreed-upon secure method	CISO, DCISO, Assistant Directors and COTR
3. Monthly Comprehensive Monitoring Conference Call Conference call estimated to last up to one (1) hour to: <ul style="list-style-type: none"> ▪ Review previous month's Comprehensive Monitoring Monthly Report ▪ Discuss any open or emerging issues associated with 	Within twenty (20) business days of the last day of each month.	Conference call	Participants from TSA CISO, DCISO, Assistant Directors and COTR and Focused Operation Chief

DELIVERABLE	DUE DATE	FORMAT	RECIPIENT
Comprehensive Monitoring Services <ul style="list-style-type: none">▪ Answer TSA-related questions			

TIVERSA DELIVERY TEAM & STRUCTURE

Tiversa's technology is augmented by its world-class staff. Tiversa will deliver its services through three service roles:

Tiversa Federal Account Manager and Tiversa Director of Operations - Provide TSA with points of contact for all deliverables, projects, and commercial discussions

- Provide points of contact for service and administrative matters
 - Key deliverables, dates, service levels, meetings
 - Contract matters, billing, and accounting
- Ensure that Tiversa meets its deliverable and quality metrics
- Manage overall program (Monitoring / Investigations) including setting key deliverables, dates, service levels, arranging and leading key meetings and discussions
- Prepare monthly monitoring reports and leads monthly briefings
- Answer additional questions and participates in TSA executive and leadership discussions and meetings as required
- Lead discussions with TSA personnel on findings from *Forensic Investigation Case*

Tiversa P2P Monitoring Engineer - Runs Tiversa's WW P2P Monitoring operations and analysis activities for the TSA

- Ensures proper set-up of TSA information on Tiversa systems and proper implementation of subsequent adjustments
- Ensures proper operations of Tiversa's technologies

Tiversa P2P Cyber Forensic Analyst ("CFA") - Runs Tiversa's WW P2P forensic investigation operations and analysis activities for TSA

- Analyzes all monitoring findings
- Identifies and researches trends and patterns
- Creates and distributes *Disclosure Incident Tickets*
- Performs in-depth forensic investigations of TSA disclosures
- Creates and distributes *Forensic Investigation Case Reports*

TSA RESPONSIBILITIES

- TSA will provide an appropriate-level sponsor (“Project Sponsor”) who will be Tiversa’s sole point of contact for all TSA personnel and coordinate training sessions, support questions, and other interaction with Tiversa regarding TSA-related matters.
- Project Sponsor will provide Tiversa with reasonable access to business and technical contacts, background information, and data sources.
- TSA will designate an “Executive Sponsor”.
- TSA will complete and return Tiversa’s DSP Form for TSA no later than (7) calendar days after Comprehensive Monitoring effective date and will take commercially reasonable efforts to update information requested in TSA DSP Form as TSA requirements change over time.
- TSA will submit routine changes to the TSA Dynamic Signature Profile™ through Project Sponsor in writing no more frequently than once per month and the total number of TSA Dynamic Signature Profile™ shall be between 100 and 250 terms at any point in time.
- TSA will conduct monthly conference calls expected to be no longer than one (1) hour with Tiversa beginning the month after P2P Monitoring effective date.
- TSA will reimburse Tiversa for reasonable travel, copying, postage, and teleconference expenses approved by TSA in advance and incurred in the delivery of Comprehensive Monitoring Services.
- TSA will acknowledge receipt of each deliverable with receipt acknowledgement to indicate acceptance if TSA intends to accept deliverable.
- This Proposal is designed to enable TSA to assess risk and vulnerability of TSA to disclosure of its information, and to monitor the WW P2P solely for purposes of enhancing its security and information assurance functions. This Agreement does not provide for the use of the Tiversa technology for purposes of investigative, law enforcement, third-party intelligence gathering, or other activities beyond such monitoring for security and information assurance solely for the TSA.

PERIOD OF PERFORMANCE

Term. Tiversa will provide Tiversa Federal Breach Protection™ services for the period from August 1, 2011 through July 31, 2016. The Period of Performance will include one base year and four one-year option periods.

SERVICES PRICES

ITEM #	ITEM DESCRIPTION	QTY	UNIT PRICE (per month)	EXTENDED PRICE (per year)
00001	Tiversa Federal Breach Protection™ Services (Base Year)	1	\$27,000.00 / mo.	\$324,000.00 / yr.
00002	Tiversa Federal Breach Protection™ Services (Option Year 1)	1	\$27,000.00 / mo.	\$324,000.00 / yr.
00003	Tiversa Federal Breach Protection™ Services (Option Year 2)	1	\$25,000.00 / mo.	\$300,000.00 / yr.
00004	Tiversa Federal Breach Protection™ Services (Option Year 3)	1	\$25,000.00 / mo.	\$300,000.00 / yr.
00005	Tiversa Federal Breach Protection™ Services (Option Year 4)	1	\$25,000.00 / mo.	\$300,000.00 / yr.

INVOICES AND PAYMENT TERMS

Tiversa will issue an invoice for the initial monthly fee upon acceptance of this Proposal; thereafter, an invoice will be issued monthly on the 1st day each service month.

Invoices are due within 30 days (NET30) of the invoice date.

ADDITIONAL SERVICES AND FEES

Requests from the TSA for additional services (beyond the scope of this proposal) will be subject to separate written amendment or agreement and fees mutually acceptable to Tiversa and the TSA.

Tiversa, Inc.

Transportation Security Administration

By: _____

By: _____

Name and Title

(Print Name & Title)
Authorized Signer

Appendix to Proposal:

Appendix I – General Terms

Appendix I - General Terms

TSA shall (a) provide access to appropriate TSA information and resources as reasonably required to permit Tiversa to perform the Services, and (b) ensure all appropriate personnel and any required third party personnel under TSA's control or direction will be available as reasonably required to permit Tiversa to perform the Services. TSA hereby authorizes Tiversa to perform the Services and acknowledges that access to information related to TSA's networks, computer systems, and business activities provided by the TSA to Tiversa is authorized access.

Information provided by TSA to Tiversa will be used only for the purpose of carrying out the requirements of this contract and will not be divulged or made known in any manner to any person except as may be necessary in the performance of the contract or as required by law. Any items provided by Tiversa to TSA that are confidential to business, or contain trade secrets, proprietary, or personally-identifiable information will be clearly marked as such.

Tiversa will perform the Services using skilled personnel and in a professional manner in accordance with the applicable law. In performing the Services, Tiversa will only access publicly available information from WW P2P file sharing networks.

TSA agrees to indemnify, defend and hold Tiversa harmless from and against any and all claims, actions, demands, losses, liabilities and damages, including reasonable attorney's fees, that arise out of or relate to (a) any result obtained by the performance of the Services (including, without limitation, any act or omission that TSA may make based on its evaluation of such results), or (b) any claim that TSA information infringes any copyright, trade secret or other intellectual property right or privacy or property right of any third party or violates applicable law.

In no event shall either party be liable to the other for loss of profits or for incidental, indirect, special, or consequential damages arising out of any breach of this Agreement, regardless of whether the possibility of such damages has been communicated to such party and regardless of whether such party has or gains knowledge of the existence of such damages.

THE SERVICES ARE PROVIDED "AS IS" AND, EXCEPT FOR THE WARRANTIES EXPLICITLY SET FORTH HEREIN, WITHOUT ANY WARRANTIES WHATSOEVER, INCLUDING BUT NOT LIMITED TO, THE IMPLIED WARRANTIES OF MERCHANTABILITY, NON-INFRINGEMENT, AND FITNESS FOR A PARTICULAR PURPOSE (ALL OF WHICH ARE HEREBY DISCLAIMED).

TSA is solely responsible for maintaining the security of TSA's network and computer systems. Tiversa makes no warranty that the Services will be uninterrupted or that any reports or results hereunder will be error-free. The level of service provided by Tiversa at the outset of the Period of Performance (in terms of the technology and resources to monitor the WW P2P and report results to TSA) will be maintained throughout the entire Period of Performance. TSA acknowledges that the Services are not a guarantee against determined TSA personnel's access to the WW P2P network or against any malicious code, routines, and other techniques and tools employed by computer "hackers" and other third parties to create security exposures.

TIVERSA MAKES NO WARRANTY, EXPRESS OR IMPLIED, THAT ALL SECURITY THREATS AND VULNERABILITIES WILL BE DETECTED OR THAT THE SERVICES WILL IDENTIFY ALL TSA SENSITIVE INFORMATION ON THE WW P2P NETWORK OR OTHERWISE RENDER TSA'S NETWORK AND COMPUTER SYSTEMS SAFE FROM INTRUSIONS AND OTHER SECURITY BREACHES.

Tiversa is the global leader in P2P Intelligence and Security serving corporations, global law enforcement, government agencies and individuals based on patented technologies that can monitor over 500 million users issuing 1.8 billion searches a day. Requiring no client-side software or hardware, Tiversa can locate exposed files globally, in real-time, provide copies, and geo-locate file sources, and assist in risk mitigation.



144 Emeryville Drive, Suite 300
Cranberry Township,
Pennsylvania 16066

(724) 940-9030 *office*
(724) 940-9033 *fax*
www.tiversa.com